

# National Coalition for Arts' Preparedness and Emergency Response

## GOVERNANCE DOCUMENT

### **INTRODUCTION**

This document proposes the governance structure and process for the National Coalition for Arts' Preparedness and Emergency Response (the Coalition) to conduct its business. It is intended to guide decision-making and remain in effect until the Coalition determines its long-term operational model. This document has been developed by a subgroup of the Coalition's Steering Committee (SC), the SC Co-Chairs and has been considered and approved as revised by the SC Committee as a whole on June 24, 2015. It provides a working structure and process for the Coalition as it moves to expand and diversify the Steering Committee.

### **SUMMARY**

The Steering Committee is the governing body of the Coalition, chaired by two Co-Chairs. The Steering Committee Members will include a diverse group of (a) unaffiliated individuals from the arts and culture sector; and (b) arts organizations and philanthropic entities from the arts/culture sector represented by individual appointees: all of whom are committed to advancing the vision and purpose of the Coalition. This commitment is demonstrated by their interest and/or involvement in the provision of emergency readiness, response, and recovery focused on the Arts/Cultural Sector as broadly defined. To the extent possible and appropriate, the Steering Committee members commit to incorporate the Coalition's vision and goals in their own organizational and/or individual work. Each Steering Committee member, organizational or individual, will be asked to make a specific commitment, on an annual basis, and to participate in Working Groups to carry out Coalition goals. All Steering Committee members are expected to make an annual financial contribution to the Coalition that is reasonable and meaningful based on ability and circumstances.

This document outlines the role, composition and duties of the Steering Committee. The Steering Committee has sole responsibility for the governance duties of the Coalition, including the election of Steering Committee members until such a time as the Coalition may choose otherwise (e.g. the Coalition creates a national membership program or becomes part of a different organization).

### **STEERING COMMITTEE ROLE, NUMBER, COMPOSITION, DUTIES**

**Role of Steering Committee:** The decision-making arm of the Coalition is the Steering Committee. It sets policy and direction for the Coalition on an annual basis through an achievable work plan that is in alignment with Steering Committee-approved comprehensive strategic goals. The Steering Committee is a collaborative body with a core understanding that its members will not work competitively against each other as regards the Coalition purpose, though they may each work individually to achieve its purpose.

**Steering Committee Members:** Steering Committee (SC) members are:

- National, regional, state or local nonprofit cultural, arts service, arts funding and arts responder organizations that have expressed interest in and/or are actively helping to

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build/sustain a safety net for the arts/cultural sector before, during and/or after disasters/emergencies.

- There may be some individual members unaffiliated with a specific organization or associated with an arts business in the for-profit sector, that are active in helping to build/sustain a safety net for the arts/cultural sector before, during, and/or after disasters/emergencies.
- Non-arts/cultural organizations that provide emergency readiness, response, and recovery activities/services will be invited to participate as members of the Coalition's Advisory Council. Advisory Council members may attend Steering Committee meetings and provide input on an ex-officio basis. They do not have voting rights.

**Steering Committee Duties:** All SC Members may and are encouraged to serve as a Co-Chair at some point (roles/duties/terms are described in Co-Chair section below); must work to advance the purpose of the Coalition and its adopted goals each year; not act in contravention of the core understanding as stated above; and must attend a majority of SC regular and special meetings each year in person or by electronic means, though, for good cause, these requirements may be waived upon a vote taken by the SC. The Coalition will make every effort to assist in removing barriers to attendance (e.g. technology assistance, financial assistance when available, potential for timing and locations to coincide with other national meetings, etc.). SC members must participate in a minimum of one Working Group each year. SC members agree to share relevant information and resources from the Coalition with their constituency. The Coalition asks that SC members place logo and/or note membership in the Coalition on their websites unless laws, rules, regulations or policies prohibit.

**Steering Committee Dues:** All Steering Committee organization and/or unaffiliated individual members will endeavor to make a reasonable and meaningful financial commitment as a reflection of their leadership position in the Coalition. The contribution will be paid annually and be self-selected yet based on factors such as organization size and budget, their other comparable professional dues, and their ability to contribute. For organizations that are legally precluded from making such a contribution, or organizations and/or unaffiliated individuals that are in extremely difficult financial circumstances, this commitment may be waived by the Co-Chairs.

**Steering Committee Member Collaboration Agreement:** There will be a Collaboration Agreement drafted and signed by each member, annually, regarding its/her/his responsibilities as a SC member.

**Number of Steering Committee Members:** There will be no fewer than seven (7) and up to fifteen (15) members. This number may be amended over time in the judgment and with the approval of the SC.

**Composition of Steering Committee Members:** The Steering Committee will endeavor to reflect a diverse range of perspectives, resources and experiences in order to serve the needs and

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interests of the arts/cultural sector at large. To ensure that the SC meets this expectation, it will seek members who represent the following:

- Individuals unaffiliated with organizations from the arts/culture sector.
- “Arts responder” networks, this latter when practicable.
- Arts service organizations from various arts disciplines.
- Arts funders, arts funding affinity groups, and other philanthropic entities that have interests in and/or demonstrated support of the Coalition’s work.
- A fair representation of SC members whose constituents/focus is artists and those whose constituents/focus is organizations, such that there is parity of these interests represented on the SC.
- A fair representation of geographic distribution throughout the U.S.
- A fair representation of the diversity of the arts/cultural sector nationwide. This includes diversity of artistic disciplines, of arts organizational size and type (e.g. individual artist services, public and private sector funders).
- A fair representation of broader demographics including race/ethnicity, socioeconomic, gender, age, disability, sexual orientation, thus ensuring that the widest breadth of artists and organizations are represented.

It is the duty of the SC to seek this diversity actively, filling in gaps as necessary.

**Organizational representation:** Each SC organizational member shall be represented by a main delegate who is someone either at the senior board or staff level, close to it, or who has the authority to make decisions on the organization’s part in regard to the purpose of the Coalition. It is understood that each SC member must be able to demonstrate the commitment of its board and senior-level executives to its SC membership by the signing of the Collaboration Agreement (see above) by the organization’s Chief Executive. Every organizational member shall endeavor to have a back-up delegate to participate in the absence of the main representative.

**Unaffiliated individual representation:** Individual members from the arts/culture sector, who are unaffiliated with organizations, so not representative of any organization. However, they must demonstrate their personal commitment by signing the Collaboration Agreement (see above).

**Steering Committee Member Terms:** The term of a Steering Committee member shall be three years, renewable one time. SC members that have served two, three-year terms will have the opportunity of seeking another full SC term after a one-year interval. This applies to all SC members with the exception of Steering Committee Charter Members who are described below.

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**Steering Committee Charter Members:** Steering Committee organization and/or unaffiliated individual members, who are active and in good standing as of June 30, 2015 will be deemed Charter Members, and continue on the SC under the following parameters. At the end of their first three-year SC Term as described above (beginning January 1, 2016 and ending December 31, 2018), one-half of the Charter Members may be asked to rotate off the SC for a period of two years, in the interest of diversifying the SC membership. Those Charter Committee members leaving the SC will be determined by volunteering and/or through the discussion and consensus of the SC. Charter Members, who have rotated off will have the opportunity to return to the SC assuming that they still meet the SC membership requirements. Charter Members are encouraged to remain active in the Coalition by participation in Working Groups as a means of sustaining the Coalition's institutional history and expertise.

**Election of New Steering Committee members:** New Steering Committee members may be elected at any regular SC meeting in 2015 and 2016 with the understanding that his/her first term will end December 31, 2018. Thereafter, new Steering Committee members may be elected annually. Candidates may nominate themselves or be nominated by other SC members. Candidates must provide information in writing about how they intend to work toward Coalition goals as well as their willingness to fulfill SC responsibilities as detailed in the Collaboration Agreement. New SC members will be elected upon recommendation of other SC members and approval by two-thirds of the Steering Committee members, at a meeting where a quorum is present.

**Continuity of SC membership:** Every organization must have a replacement plan for its representation on the Coalition SC, such that if the delegate/representative leaves the organization, the organization's membership still stands firm. An individual member does not require a transition plan, but may be asked to suggest replacements and/or assist the Coalition in recruiting a replacement.

**Resignation from Steering Committee:** Unaffiliated individuals and/or organizational SC members may resign on a voluntary basis at any time with written notice to SC Co-Chairs. Members that are no longer actively involved in advancing the Coalition's purpose may be asked to resign after being voted off the SC by two-thirds of SC members at a meeting where a quorum is present. Members that act in ways that do not reflect the SC's core understanding as described in the "Role of the Steering Committee" section will be asked to resign from the SC after being voted off the SC by two-thirds of SC members at a meeting where a quorum is present.

### **STEERING COMMITTEE CO-CHAIRS**

**Number:** There will be two co-chairs of the SC at all times. The SC will endeavor to ensure that as Co-Chairs, they represent fairly the constituent interests – artist and organizational-- of all Coalition members.

**Job Description:** The Co-Chairs lead the SC. However, they are not privileged in terms of decision-making. They are the chief administrators and spokespeople of the SC and the Coalition. The Co-Chairs also supervise paid staff and project-based contractors, as needed

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and/or planned for by the Coalition. They also serve as the Coalition's primary liaisons to organizations that serve as the Coalition's financial/administrative infrastructure and/or fiscal sponsors. In that role, they are accountable (on behalf of the Coalition) to the organization(s) providing the infrastructure and sponsorship as well as grant making entities and donors (at such a time that the Coalition has them). They facilitate communications within the SC, delegate work to SC members, and provide oversight and continuity to ensure that the SC adopts strategic plans, implements annual work plans, and, in general, carries out the work of the Coalition.

**Co-Chair Terms:** They will be elected in January and serve three-year staggered terms with the exception of the election in 2016, which is described in the section below. They may serve up to two consecutive terms. The current Co-Chairs in place as of June 30, 2015 will remain in their positions until an election of Co-Chairs is held in January 2016.

**Election/Appointment:** SC members may nominate themselves or be nominated by others for Co-Chair, and then there will be an election at the first annual SC meeting of the year. In the first year (2016), one Co-Chair will be elected for only one year and the other for the full length of the term, so that terms remain staggered, thereafter, and there is always one Co-Chair, with experience, in position.

### **STEERING COMMITTEE OPERATIONS AND PROCESS**

**Number of SC Meetings:** There will be at least four regular meetings annually (in person or via electronic means), spaced evenly throughout the calendar year and special meetings, as necessary, e.g., after a disaster impacting the sector, or upon call by at least three members submitted in writing to the Co-Chairs, describing the reason for the meeting.

**One organization/one vote:** Each organization will have one vote, though more than one member from each organization will have the right to attend SC meetings (and have input into its vote). Each individual unaffiliated member has one vote.

**Quorum:** A quorum will be one more than one-half of the current number of SC members at a meeting in which member participation may be in-person or by electronic means that enable all members to hear each other and be heard by each other. Under circumstances described below, a quorum may also include members who vote by proxy. In the absence of a quorum, no votes will be taken.

**Voting:** All decisions must be made by majority vote at a meeting at which a quorum is present. However decisions relating to: a) Amending the Coalition's Vision/Statement of Purpose; b) Reorganizing or moving the Coalition's basic structure and operations into another organization; c) Major changes in the Coalition's strategic direction or plan; and/or d) Approving a major personnel decision will require vote of two-thirds of all SC members present at a meeting where there is a quorum. Proxy voting may be permitted if proxies are sent in advance of the meeting and the resolution being considered is not amended substantively during the course of the meeting. Resolutions must be sent to SC members in writing at least three (3) business days before the scheduled meeting. Proxy votes must be submitted to the Co-Chairs in writing at least twenty-four (24) hours in advance of the meeting, and signed by the SC Member indicating

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what his/her vote is on the resolution or issue. It is the general understanding of the SC that participation by in-person and via electronic means is preferred and that members use proxy voting only when absolutely necessary.

**Minutes and Records:** The Steering Committee will create and retain written records of its business (meetings, grant proposals, contracts, and other pertinent records), which will be stored electronically in formats and media platforms that are accessible to all SC members at any time. These records will be overseen and managed by the Co-Chairs until such time as the Coalition has staff or contracted assistance to manage the recordkeeping. This includes SC meeting agendas and associated materials for review, which will be distributed to each member via email at least three (3) business days in advance of the meeting. This also includes the Co-Chairs directing a SC member or staff when it exists to record minutes of SC meetings and distributes the minutes to each Steering Committee member within seven (7) business days after the SC meeting has occurred.

**Annual Business of the SC:** Each year, the Coalition SC will have one in-person meeting at the end of the year dedicated to planning programs and operations for the next year; and a meeting (either in-person or electronic) in January to codify an Annual Work Plan based on the aforementioned planning.

The SC will also determine which member/individuals/working groups will execute those actions, including raising money for them, and how that money will be administered and disbursed.

**Advisory Council/Working Groups:** Advisory Council/Working Groups structure is intended to be one of the means by which different Coalition goals and priorities that cannot be met through meetings are advanced. The SC will approve charges and annual goals for each. The Co-Chairs will provide the primary oversight to the Working Group Chairs.

- An Advisory Council will be chaired by both SC Co-Chairs and include representatives from outside the arts/cultural sector. This group will serve as a “brain trust” to ensure that Coalition interests and activities are known and integrated into the larger network of emergency management providers. A Co-Chair is expected to keep a record of Advisory Council discussions and actions, and report back to the SC at quarterly meetings.
- Each Working Group will be comprised of SC members assigned by the Co-Chairs after SC members are polled about their preferences to serve on at least one Working Group. The Co-Chairs will also select a SC Member/Liaison after consultation with that Member. The Liaison is charged with developing and guiding one or two key work objectives each year that are aligned with and support the Coalition’s comprehensive strategic goals and the SC-approved annual plan. The Working Group may include other SC members and others from the arts/cultural sector (recruited by the SC), who have expressed interest and expertise in the specific objective to be addressed. Working Groups may also include individuals and organizational representatives outside the arts/cultural sector depending on the specific objective to be addressed. The Liaison is expected to keep a record of Working Group discussions and actions, and report back to

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the SC at quarterly meetings. Depending on specific annual work plan priorities, the Liaisons of more than one Working Group may choose to coordinate activities to achieve their objectives.

- The Advisory Council/Working Groups will meet (probably via electronic means) as necessary to advance their annual objectives, but no less than twice a year. As part of the Coalition's goal of developing an annual Work Plan, the Co-Chairs may ask the Working Group Liaisons to provide their input on planning priorities and objectives for the next year.
- Working Groups may be on-going or developed on an ad-hoc basis and provide capacity to advance core goals to sustain the Coalition and its work.

**Initial Advisory Council/Working Groups:** The following are suggested as a starting point and reflect the Coalition's most immediate priorities. These may be amended at any time based on work achieved and new priorities that are aligned with the Coalition's comprehensive strategic goals and subsequent annual work plans.

- **Advisory Council.** The SC Members will suggest individuals and organizations from outside the arts/culture sector that should be invited to participate in the Advisory Council. From these suggestions, the Co-Chairs and/or staff if it exists will develop a priority list and request electronic approval of those to contact about participation. The Co-Chairs will also assign SC members to assist in the recruitment process each year as needed. The Co-Chairs will serve as Liaisons to the Advisory Council and suggest and/or connect Council members with specific Working Groups as appropriate and needed but not less than twice each year.
- **Programming/Communications.** This Working Group will define integrated programming and a communication network (internal and external) for the Coalition. Its primary role is to ensure that the Coalition has a reasonable and effective protocol for communications and providing tools/networking assistance prior to, during, and after disasters and emergencies. The Working Group will create program and communications plans, identify potential program partners/contractors if appropriate and in consultation with the SC Co-Chairs; consult with members of the Coalition Advisory Council to get field expertise if needed. It also will be asked to address unexpected communications needs and provide communications support to the Co-Chairs, Coalition staff or contractors (if in existence) and other Working Groups if necessary. This Working Group will most likely coordinate its activities with other Working Groups (e.g. Fundraising/Communications) to accomplish its objectives.
- **Fundraising.** This Working Group is responsible for developing fundraising plans based on the Coalition's Comprehensive Strategic Plan and annual goals. It will focus on identifying "peer-to-peer" and other institutional funding opportunities. With guidance from the Co-Chairs it will develop an annual fundraising plan. While Working Group

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members may be asked to contact funders or write grant applications, the Liaison also may ask other SC members for assistance. The Liaison will work with the Co-Chairs and Coalition staff or contractors (if in existence) to ensure that grant applications, follow-up and monetary awards are properly administered.

- **Governance/Operations.** This Working Group is responsible with aiding the Co-Chairs in the Coalition's on-going operations as needed. It may serve as a search committee; a SC governance committee to manage the nominations process; or a sounding board for timely decisions on operational issues that occur between regular SC meetings. This group also will help to guide the SC in a review, and/or amendment of the current Comprehensive Strategic Plan and any future strategic planning efforts. It may also provide additional strategic support to the Fundraising Working Group to accomplish the annual fundraising plan. This Working Group will head the Coalition's continued exploration for a sustainable long-term operating model with the objective of identifying concrete options for SC consideration and action in 2016.

The definition, roles, and operation of the existing Working Groups will be assessed each year to determine their purpose and relevance related to current and longer-term strategic goals. This assessment will occur as part of the development of the Coalition's Annual Plan.